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**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	
	)	Chapter 11
CALPINE CORPORATION, et al.,	)	
	)	Case No. 05-60200 (BRL)
Debtors.	)	Jointly Administered
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**DEBTORS' ADDITIONAL DESIGNATION OF THE RECORD ON APPEAL FROM  
FINAL ORDERS OF THE UNITED STATES BANKRUPTCY COURT FOR THE  
SOUTHERN DISTRICT OF NEW YORK**

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Pursuant to Federal Rule of Bankruptcy Procedure 8006, the Debtors by and through their counsel, Kirkland & Ellis LLP, hereby submit their additional designation of the record on appeal in connection with the Notice of Appeal filed by David Flair, Avram Ninio, and Merle Root (collectively, "the Flair Appellants") (Docket No. 7507), and the Statement of Issues and Designation of the Record they have filed in the above-captioned proceedings (Docket No. 7546).

### **PROCEDURAL BACKGROUND**

This appeal is related to (1) the appeal filed on January 19, 2008 by Compania Internacional Financiera, S.A., Coudree Global Equities Fund, Standard Bank of London, and Leonardo Capital Fund SPC (collectively, the “Compania Appellants”); and (2) a separate appeal filed on January 28, 2008 by Elias A. Felluss (“Felluss Appellant”). All three appeals seek to challenge Bankruptcy Court orders and rulings relating to the Debtors’ Sixth Amended Joint Plan of Reorganization, which was confirmed by the Bankruptcy Court on December 19, 2007, and has now gone effective.

On January 25, 2008, the Compania Appellants filed an emergency motion with this Court seeking to expedite their appeal and requesting a stay pending appeal. On January 31, 2008, the Flair Appellants filed a motion to consolidate the appeals and to join the Compania Appellants’ emergency motion to expedite and request for a stay pending appeal.

The Compania Appellants’ emergency motion and the Flair Appellants’ motion to consolidate and for joinder were assigned to the Honorable Laura T. Swain, who held an on-the-record hearing on February 1, 2008. After a lengthy oral argument, Judge Swain announced her decision from the bench and entered an order ruling on the pending motions. (Copies of Judge Swain’s order and ruling are attached as Exhibits A and B.) In her order, Judge Swain granted the motion to consolidate the related appeals, and granted the Flair Appellants’ joinder request. Then, for reasons stated on the record, Judge Swain denied the emergency motion to expedite and request for a stay pending appeal.

**ADDITIONAL DESIGNATION OF THE RECORD ON APPEAL**

In addition to the documents designated by the Flair Appellants for purposes of their appeal, the following are items to be included in the record on appeal. (Each of the documents identified herein includes all exhibits, schedules, addendums and other documents attached thereto.)

<b>ing Date</b>	<b>Docket No.</b>	<b>Docket Text</b>
06/20/2007	5015	Chapter 11 Plan of Calpine Corporation
06/20/2007	5016	Disclosure Statement of Calpine Corporation
06/20/2007	5017	Debtors' Motion for Entry of an Order Pursuant to Sections 105 and 363 of the Bankruptcy Code Authorizing the Debtors to (A) Enter Into Commitment Papers; (B) Pay Certain Fees and Expenses Relating Thereto; and (C) Enter Into an Amendment to the DIP Facility
06/20/2007	5018	Chapter 11 Plan/Supplement to Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code of Calpine Corporation
07/02/2007	5162	Debtors' Motion for Entry of an Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto

07/03/2007	5185	Affidavit of Service of Jade P. Hwa re: Notice of Debtors' Motion for Entry of an Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto
07/06/2007	5210	Affidavit of Service of Luis N. Valdivia for (1) Notice of Filing of Amended Exhibit to Plan Supplement; and (2) Notice of Presentment of Stipulation and Agreed Order Resolving Claim Numbers 5920 and 5921 Filed by General Electric Capital Corporation and Claim Number 5922 Filed by GE VFS Financing Holdings Inc.
07/11/2007	5243	Order signed on 7/11/2007 Authorizing the Debtors to (A) Enter Into Commitment Papers; (B) Pay Certain Fees and Expenses Relating Thereto; and (C) Enter Into an Amendment to the DIP Facility
07/20/2007	5365	Affidavit of Service (Supplemental) of Marcedes L. Clanton for Debtors' Motion for Entry of an Order (A) Approving the Adequacy of the Debtors Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto
7/23/2007	5375	Statement / Third Amended Verified Statement of Kramer Levin Naftalis & Frankel LLP Pursuant to Bankruptcy Rule 2019
07/30/2007	5458	Affidavit of Service (Supplemental) of Greg Barlage for Debtors' Motion for Entry of an Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto

07/30/2007	5460	Affidavit of Service of Luis N. Valdivia for (1) Notice of Adjournment of Hearing on the Debtors' Disclosure Statement and Solicitation Procedures; and (2) Amended Exhibit B to Notice of Motion for Entry of Settlement Agreement and Order Pursuant to Bankruptcy Rule 9019 Approving Settlement Agreement By and Between the Debtors and Turlock Irrigation District
08/08/2007	5571	Affidavit of Service (Supplemental) of Greg Barlage for Debtors' Motion for Entry of an Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto
08/15/2007	5626	Affidavit of Service of Luis N. Valdivia for Debtors' Motion for Entry of an Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto
08/20/2007	5660	Affidavit of Service (Supplemental) of Greg Barlage for Debtors' Motion for Entry of an Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto
08/27/2007	5698	<i>First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code .</i>
08/27/2007	5703	Amended Disclosure Statement (Blackline) of Calpine Corporation

08/28/2007	5718	Affidavit of Service of Angela M. Lo for (1) Debtors First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code Dated August 27, 2007; (2) Debtors First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Unites States Bankruptcy Code Dated August 27, 2007 (Blackline Version); (3) First Amended Disclosure Statement for Debtors First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code; (4) First Amended Disclosure Statement for Debtors First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (Blackline Version); (5) Supplement to Debtors First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code; (5) Supplement to Debtors First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code Table of Contents; and (6) Supplement Table of Contents to Debtors First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code Table of Contents (Blackline Version)
08/30/2007	5744	Affidavit of Service of Luis N. Valdivia for (1) Notice of Filing of Supplement to Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code; and (2) Second Notice of Adjournment of Hearing on the Debtors' Disclosure Statement and Solicitation Procedures
09/10/2007	5827	Affidavit of Service (Supplemental) of Greg Barlage for Debtors' Motion for Entry of an Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto
09/12/2007	5858	Chapter 11 Plan / Amended Exhibit 12 to Plan Supplement of Calpine Corporation

09/21/2007	6083	Affidavit of Service of Luis N. Valdivia for (1) Debtors' Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code; (2) Blackline of Debtors' Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code; (3) Second Amended Disclosure Statement for Debtors' Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code; and (4) Blackline of Second Amended Disclosure Statement for Debtors' Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code
09/22/2007	6086	Debtors' Omnibus Response In Support Of Motion For Order (A) Approving Disclosure Statement And (B) Approving The Solicitation Procedures And Form Of Solicitation Documents And Notices
09/24/2007	6116	Affidavit of Service of Luis N. Valdivia for (1) Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code; (2) Blackline of Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code; (3) Third Amended Disclosure Statement for Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code; and (4) Blackline of Third Amended Disclosure Statement for Debtors' Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code
09/25/2007	6129	Affidavit of Service of Luis N. Valdivia for Debtors' Omnibus Response in Support of Motion for Order (A) Approving Disclosure Statement and (B) Approving the Solicitation Procedures and Form of Solicitation Documents and Notices
2007		Affidavit of Service of Luis N. Valdivia
10/03/2007	6182	Affidavit of Service Regarding Objection to Motion for Entry of an Order (A) Approving the Adequacy of the Debtors' Disclosure Statement; (B) Approving the Solicitation and Notice Procedures With Respect to Confirmation of the Debtors' Proposed Plan or Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto

10/22/2007	6371	Affidavit of Service of Financial Balloting Group LLC of Solicitation Packages and Non-Voting Packages on Holders of Public Securities
10/24/2007	6407	Affidavit of Service of Financial Balloting Group LLC of Solicitation Packages and Non- Voting Packages on Holders of Public Securities
10/29/2007	6458	<b>(THIS DOCUMENT IS BLOCKED FROM PUBLIC VIEW TO COMPLY WITH PRIVACY GUIDELINES)</b> Affidavit of Service (Supplemental) of Melissa Membrino for Solicitation Packages
10/29/2007	6460	Affidavit of Service of Luis N. Valdivia for Affidavit of Service of Financial Balloting Group LLC of Solicitation Packages and Non-Voting Packages on Holders of Public Securities
10/30/2007	6467	Transcript Of Hearing Held On October 24, 2007, Re: Notice Of Agenda Of Matters Scheduled For Hearing
11/06/2007	6504	Affidavit of Service (Amended) (Supplemental) of Melissa Membrino for Solicitation Packages for the Debtors' Fourth Amended Joint Plan of Reorganization
11/06/2007	6505	Affidavit of Service (Supplemental) of Marcedes L. Clanton for Solicitation Packages for the Debtors' Fourth Amended Joint Plan of Reorganization
11/07/2007	6530	Affidavit of Service (Supplemental) of Melissa Membrino re Solicitation Packages
11/07/2007	6531	Affidavit of Service (Supplemental) of Melissa Membrino re Solicitation Packages
11/07/2007	6535	Affidavit of Service of Luis N. Valdivia for (1) Notice of Motion Seeking Approval of an Immaterial Modification to the Debtors' Joint Plan of Reorganization Without the Need for Further Solicitation of Votes; and (2) Ex Parte Order Pursuant to Bankruptcy Rule 9006(c) and Local Rules 9006-1 and 9077-1, Setting Time, Date and Place for Hearing on the Motion Seeking Approval of an Immaterial Modification to the Debtors' Joint Plan of Reorganization Without the Need for Further Solicitation of Votes
11/20/2007	6647	Notice of Filing of Summary of the Equity Committee's Valuation Analysis

2007		Notice of Hearing on Debtors' Fourth Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code
11/26/2007	6682	Affidavit of Service/Publication of Marcus Edmonds in USA Today re Notice of Confirmation Hearing
11/27/2007	6724	Affidavit of Service of Luis N. Valdivia for Notice of (I) Confirmation Hearing and Objection Deadline with Respect to the Debtors Plan, and (II) Solicitation and Voting Procedures
2007		Affidavit of Service of Luis N. Valdivia
12/07/2007	6957	Affidavit of Service / Publication of Tim Hart in Financial Times
12/07/2007	6958	Affidavit of Service / Publication of Gail Feagins in the Houston Chronicle
12/07/2007	6959	Affidavit of Service / Publication in the San Jose Mercury News
12/07/2007	6960	Affidavit of Service / Publication of Meagan Russell in The Globe and Mail
12/07/2007	6961	Affidavit of Service / Publication of Tiffany Cox in the Wall Street Journal
12/13/2007	7036	Memorandum of Law of the Official Committee of Unsecured Creditors of Calpine Corporation, et al. in Support of Confirmation of Debtors' Fourth Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code
12/13/2007	7098	Notice of Proposed Order/Proposed Findings of Fact, Conclusions of Law, and Order Confirming Fifth Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code
01/12/2008	7391	Affidavit of Service of Financial Balloting Group LLC of Notice of Confirmation on Holders of Public Securities
2007		Affidavit of Service Jade P. Hwa
01/31/2008	7551	Statement /Notice of Occurrence of Effective Date of Debtors' Sixth Amended Joint Plan of Reorganization

**ADDITIONAL DESIGNATIONS ON APPEAL OF NON-DOCKETED ITEMS**

The following additional items, which have not yet been entered on the docket in the above-captioned cases, are also hereby designated and attached as exhibits hereto:

1. Certified Transcript of the October 12, 2007 hearing held before the district court (attached hereto as Exhibit C).
2. Certified Transcript of the December 19, 2007 confirmation hearing (attached hereto as Exhibit D).
3. Letter to Judge Burton R. Lifland from Debtors' Counsel regarding Compania Internacional Financiera, S.A., et al. request to reopen discovery in support of their Motion to Reconsider Confirmation Order and Second Modification Order dated January 4, 2008 (attached hereto as Exhibit E).
4. Letter to Judge Burton R. Lifland from Compania Internacional Financiera, S.A., et al. responding to Debtors' Counsel letter dated January 7, 2008 (attached hereto as Exhibit F).
5. Certified Transcript of the January 24, 2008 hearing concerning the Objection Shareholders' Motion for a Stay Pending Appeal (attached hereto as Exhibit G).

Dated: February 11, 2008  
New York, New York

Respectfully submitted,

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